

EXHIBIT D

Declaration of Trust

I, Mr. Alfred Victor Brewster hereby acknowledge and declare that I hold **1** share of no par value in the Company

OCEAN PRIME INC.

as per copy of the share certificate № 1 for 1 share attached herewith (hereinafter called "the Shares") as nominee of and Trustee for

Mr. David Amaryan

Date of birth: 3rd day of June 1980

(hereinafter called "the Owner") and **I UNDERTAKE AND AGREE** not to transfer, deal with or dispose of the Shares save as the Owner may from time to time direct and further to give full effect to the trust hereby declared, we irrevocably assign to the Owner the right to receive any dividends which may be declared on the Shares together with all profits and other monies which may be paid or payable to us from time to time upon the Shares or in respect thereof, **AND I FURTHER AGREE AND UNDERTAKE** to exercise our voting power as holder of the Shares in such manner and for such purposes as the Owner may from time to time direct or determine.

DATED this 17th day of November 2009.

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Mr. Alfred Victor Brewster